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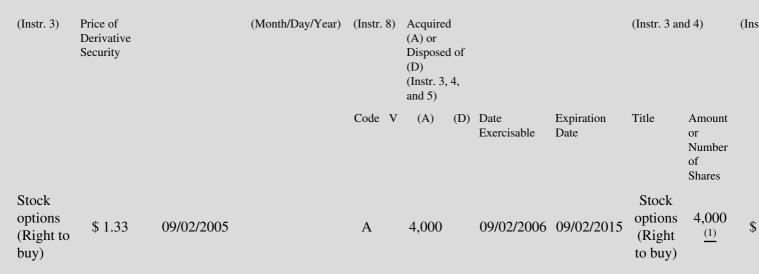
AXT INC Form 4											
September 06, 20	05										
FORM 4									1B A	PPROVA	L
	UNITED	STATES		RITIES A Ashington			COMMISSIO	N OMB Numbe	ər:	3235-	0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Sectior of the Investment Company Act of 1940						January 31, 2005Expires:2005Estimated average burden hours per response0.5				
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> Lin Minsheng			2. Issuer Name and Ticker or Trading Symbol AXT INC [AXTI]				5. Relationship of Reporting Person(s) to Issuer				
(Last) ((First) (1	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
4281 TECHNOLOGY DRIVE			(Month/Day/Year) 09/02/2005			Director 10% Owner X Officer (give title Other (specify below) below) Chief Operating Officer					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
FREMONT, CA	94538						Person		ne ra	oporting	
(City) (State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Bene	ficia	lly Ownee	d
	ansaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if		Disposed	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owners Form: Dira (D) or Indi (I) (Instr. 4)	ect	7. Nature Indirect Beneficia Ownersh (Instr. 4)	ıl ip
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	m are not orm	S	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	of Underlying	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	Seci

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Reporting Owners

Reporting Owner Name / Address	Relationships						
, of the second s	Director	10% Owner	Officer	Other			
Lin Minsheng 4281 TECHNOLOGY DRIVE FREMONT, CA 94538			Chief Operating Officer				
Signatures							
/s/ Minsheng Lin by power of attorney	09/06/2005						
**Signature of Reporting Person		Date					

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 1,000 shares to vest on 09/02/20063,000 shares to vest monthly by 09/02/2009

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.